

**Amendments to the Claims:**

**Listing of All Claims:**

Claims 1 - 28 (cancelled)

29. (currently amended) A liquid cleansing and moisturizing composition and dispensing system comprising:

(a) from about 80 to about 97% by wt. of a neat cleansing lotion having

about 0.5 to about 65% by wt. of the total composition of at least one non-soap anionic or mixture of non-soap anionic surfactants;

about 35 to about 90% by wt. of the total composition of water;

(b) from about 3 to about 20% by wt. of the total composition of a volatile foaming agent;

(c) less than about 4% by wt. of a soap;

(d) About 0.1% to about 15% by wt. of the total composition of a lamellar phase inducing structurant selected from:

C8 to C24 alkenyl or branched alkyl fatty acid or ester thereof with a melting point below 25C;

C8 to C24 alkenyl or branched alkyl fatty alcohol or ether thereof with melting point below 25C;

C5 to C12 alkyl fatty acids; and

Hydroxystearic acid; and.

wherein the neat cleansing lotion is a lamellar structured shear thinning composition at 25 C; wherein the initial viscosity is greater than about 40,000 cps measured at 10 Pa at 25 °C; and wherein the cleansing composition is contained in an aerosol piston can.

30. (original) The composition of claim 29 wherein the at least one non-soap anionic or mixture of non-soap anionic surfactants is in the concentration range of about 1 to about 25% by wt. of the total composition.

31. (cancel)

32. (original) The composition and dispensing system of claim 29 wherein the composition has a dynamic density of greater than about 0.2 g/mL as measured 30 seconds after dispensing at 25 C and 1 atm pressure.

33. (original) The composition and dispensing system of claim 32 wherein the composition has a dynamic density of greater than about 0.4 g/mL as measured 30 seconds after dispensing at 25 C and 1 atm pressure.

34. (cancel)

35. (cancel)

36. (previously presented) The composition of claim 29 wherein the soap is less than about 1% by wt. of the total composition.

37. (previously presented) The system of claim 29 wherein the neat cleansing lotion further comprises about 0.1 to about 25% by wt. of the total composition of a surfactant selected from amphoteric, zwitterionic or mixtures thereof.

38. (previously presented) The system of claim 29 wherein the neat cleansing lotion further comprises about 0.5 to about 50% by wt. of the total composition of lipophilic emollients, humectants, and mixtures thereof.

39. (previously presented) The system of claim 38 wherein the neat cleansing lotion comprises about 6 to about 35 by wt. of the total composition of lipophilic emollients, humectants, and mixtures thereof.

40. (previously presented) The system of claim 38 wherein the neat cleansing lotion contains at least one lipophilic emollient in a concentration greater than about 10 % .

41. (previously presented) The system of claim 40 wherein the neat cleansing lotion contains at least one lipophilic emollient in a concentration greater than about 12%.

42. (previously presented) The system of claim 40 wherein the at least one lipophilic emollient is a triglyceride oil.

43. (cancel)

44. (previously presented) The system of claim 29 wherein the neat cleansing lotion has a shear thinning index greater than about 0.4 .

45. (previously presented) The system of claim 44 wherein the neat cleansing lotion has a shear thinning index greater than about 0.5 .

46. (previously presented) The system of claim 38 wherein the lipophilic emollient is selected from a triglyceride oil, mineral oil, petrolatum, and a blend thereof; and the humectants are selected from polyhydric alcohols, polyols, and blends thereof.

47. (previously presented) The system of claim 29 further comprising at least one cationic skin conditioning agent.

48. (previously presented) The system of claim 47 wherein the cationic skin conditioning agent is present in the range of from about 0.01 to about 5 % by wt. of the total composition.

49. (previously presented) The system of claim 48 wherein the cationic skin conditioning agent is present in the range of from about 0.1 to about 1% by wt. of the total composition.

50. (previously presented) The system of claim 47 wherein the cationic skin conditioning agent is selected from cationic polysaccharides, cationic copolymers of saccharides and synthetic cationic monomers, synthetic cationic polymers, polymeric quaternary ammonium salts of hydroxyethylcellulose, cationic proteins, and salts and derivatives thereof.

51. (previously presented) The system of claim 29, wherein the anionic surfactant is selected from alkyl ether sulfate, alkyl sulfate, acyl isethionate, mono- and di-alkyl phosphate, and blends thereof.

52. (previously presented) The system of claim 37, wherein the amphoteric /zwitterionic surfactant is selected from cocoamidopropyl betaine, sodium lauroamphoacetate, sodium cocoamphoacetate, and blends thereof.

53. (currently amended) The system of claim 43 29, wherein the lamellar structurant is selected from isostearic acid, lauric acid, oleic acid, palm kernel acid, coconut acid, and blends thereof

54. (previously presented) The system of claim 29 wherein initial viscosity is in the range of about 40,000 to about 2,000,000 cPs measured at 10 Pa at 25 C.

55. (previously presented) A system according to claim 29 further comprising a solubilizing agent.

56. (previously presented) The system of claim 55 wherein the solubilizing agent is selected from isopropyl palmitate and isopropyl myristate.

57. (previously presented) The system of claim 29 further comprising:

about 0.1% to about 5% by wt. of the neat cleansing lotion of a lamellar stabilizing material consisting of a polymeric hydrophilic emulsifier modified at one or both ends with a hydrophobic polyhydroxy fatty acid ester chain.

58. (previously presented) The system of claim 57 wherein the emulsifier is dipolyhydroxystearate.

59. (previously presented) The system of claim 57 wherein the emulsifier has a polyalkylene glycol backbone chain of general formula:

$$\text{H} (0 \text{ (CH}_2\text{)}^a \text{)}^n \text{OH}$$
 wherein a is 2 to 4 and n is 2 to 60 having 1 to 50 C8 to C24 fatty acid group or groups attached to one or both sides of the backbone.

60. (previously presented) The system of claim 59 wherein the fatty acid group or groups attached to backbone chain is selected from hydroxystearic acid, palmitic acid, and blends thereof.

61. (previously presented) The system of claim 29 wherein the least one volatile foaming agent is a hydrocarbon or a mixture thereof.